

CONSTITUTION

MISSOURI HEADWATERS GUN DOG CLUB

FORMED ON MARCH 15, 1988

ARTICLE I

Name and Objects

SECTION 1. The name of the Club shall be Missouri Headwaters Gun Dog Club.

SECTION 2. The objects of the Club shall be:

(a) Conservation of game with the cooperation of Federal, State and private agencies.

(b) Advancement of gun dogs through training-testing and responsible breeding.

(c) Further education of gun dog owners to perpetuate the sport.

(d) To conduct sanctioned and licensed Hunting Dog Tests and Field Trials.

* (e) Monies collected by the club are only to be used for meeting objects listed in Section 2 (a,b,c and d).

SECTION 3. The Club shall be conducted as a not for profit corporation and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

SECTION 4. The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objects.

BY-LAWS

ARTICLE I

Membership

SECTION 1. Membership shall be limited to the individual and family members of three member clubs: The Missouri Headwaters English Springer Spaniel Club (MHESSC), The Missouri Headwaters Pointing Dog Club (MHPDC), and the Missouri Headwaters Retriever Club (MHRC). Members of the individual clubs will automatically be members of MHGDC and members of the MHGDC will automatically be members of one or more of the individual clubs at no additional fee. Any family member twenty(20) years old or younger constitutes a family member. Each individual member or family will have one vote in the Club. Except as required to conduct certain tests and trials, the MHGDC and it's affiliate member clubs will act as and be treated as a single club.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be represented by the breeders and exhibitors in the immediate area.

SECTION 2. Dues. Annual membership dues shall be in an amount to be determined by the Board of Directors. Annual dues are payable on or before the date of the first General

Membershop meeting of the year.

SECTION 3. Election to Membership. All individual or family members of any of the three member clubs shall be a member of Missouri Headwaters Gun Dog Club and all members of Missouri Headwaters Gun Dog Club may be a member of one or more of the individual clubs.

SECTION 4. Termination of Membership. Memberships may be terminated:

(a) by resignation. Any member in good standing may resign from the club upon written notice to the Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.

(b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety (90) days after the first day of the fiscal year. However, the Board may grant an additional ninety (90) days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

(c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these by-laws.

ARTICLE II

Meetings and Voting

SECTION 1. Club Meeting. Meetings of the Club shall be held in (or within 35 miles of) the City of Bozeman, Montana, at such time and place as may be designated by the Board of Directors. Written notice of each such meeting shall appear in that issue of the Club Newsletter which is published immediately preceding the date of the General Membership meeting. The quorum for such meetings shall be 20% of the members in good standing.

SECTION 2. Special Club Meeting. Special meetings of the Club may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in (or within 35 miles of) the City of Bozeman, Montana at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing.

SECTION 3. Board Meetings. Meetings of the board of Directors are to be held in (or within 35 miles of) the City of Bozeman, Montana, at such time and place as may be designated by the Board of Directors. Written notice of each such meeting shall appear in that issue of the Club Newsletter which is published immediately preceding the date of the Board Meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. Special Board Meetings. Special meetings of the Board may be called by the President, and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in (or within 35 miles) of the City of Bozeman, Montana, at such place, date and hour as may be designated by the person

authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Secretary at least 5 days and not more than ten days prior to the date of the meeting, or telegraphic notice shall be filed at least 3 days and not more than 5 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and two (2) Board members from each of the member clubs. All board members shall be members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers. The Club's officers, consisting of the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

(a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these by-laws.

(b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

(c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club. He shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed by these by-laws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Club. He shall deposit the same in a bank designated by the Board, in the name of the Club. His books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at a Special Board Meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting

vacancy in the office of Vice-President shall be filled by the Board.

ARTICLE IV

The Club Year, Annual Meeting, Elections

SECTION 1. Club Year. The Club's fiscal year shall begin on the first day of January and end on the thirty-first day of December.

The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

SECTION 2. Annual Meeting. The annual meeting shall be held in the month of January or February at which Officers, and Directors for the ensuing year shall be elected from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within thirty (30) days after the election.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The six (6) nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected..

SECTION 4. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of October the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his duty to call a committee meeting which shall be held on or before November 15th.

(a) The Committee shall nominate one candidate for each office and six (6) candidates for the six (6) other positions on the Board, and after securing the consent of each person so nominated, shall report their nominations in writing to the Secretary prior to December 1st.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall before the December general meeting notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the December general meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position.

(d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

ARTICLE V

Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, field trials, hunting tests, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. Any committee appointed may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

Discipline

SECTION 1. Dog club suspension. Any member who is suspended from the privileges of The American Kennel Club, NSTRA, or any other organization whose principal purpose is the care, training, testing and /or breeding of hunting dogs shall be suspended from the privileges of the Club for a like period of time.

SECTION 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Club it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow-members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceeding may occur at a regular or special meeting of the Club to be held within sixty (60) days but not earlier than thirty (30) days after

the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The meeting shall then vote by secret, written ballot on the proposed expulsion. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand. Any member suspended or expelled from the club shall be expelled from the member club/s.

ARTICLE VII

Amendments

SECTION 1. Amendments to the Constitution and By-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty per cent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The Constitution and By-laws may be amended by a two-thirds vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII

Dissolution

SECTION 1. Dissolution. The Club may be dissolved at any time by the written consent of not less than two-thirds of the members. In the event of the dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club but after payment of the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX

Order of Business

SECTION 1. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board
(at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

SECTION 2. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Roll Call
- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment

15 FEB 2004

Randy Setzer, President

* denotes new language or changes as of this date